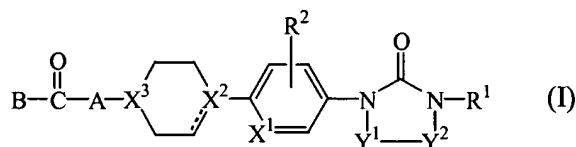


Amendments to the Claims:

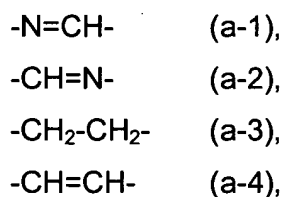
This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Original) A compound of formula (I)



the *N*-oxides, the pharmaceutically acceptable acid addition salts and the stereochemically isomeric forms thereof, wherein the dotted line is an optional bond and is absent when X² represents nitrogen; the radical -Y¹-Y²- is a radical of formula



wherein in the bivalent radicals of formula (a-1) or (a-2) the hydrogen atom may optionally be replaced by C₁₋₆alkyl or phenyl; or in the bivalent radicals of formula (a-3) or (a-4) one or two hydrogen atoms may optionally be replaced by C₁₋₆alkyl or phenyl;

X¹ is carbon or nitrogen;

at least one of X² or X³ represents nitrogen and the other X² or X³ represents CH or carbon when the dotted line represents a bond, or both X² and X³ represent nitrogen;

R¹ is C₁₋₆alkyl;

aryl¹;

C₁₋₆alkyl substituted with hydroxy, C₃₋₆cycloalkyl, aryl¹ or naphthalenyl;

C₃₋₆cycloalkyl;

C₃₋₆cycloalkenyl;

C₃₋₆alkenyl;

C₃₋₆alkenyl substituted with aryl¹;

C₃₋₆alkynyl;

C₃₋₆alkynyl substituted with aryl¹;

C₁₋₄alkyloxyC₁₋₄alkanediyl optionally substituted with aryl¹;

or when -Y¹-Y²- is a radical of formula (a-1) than R¹ may be taken together with Y² to form a radical of formula -CH=CH-CH=CH- wherein each hydrogen may optionally be replaced by a substituent independently selected from C₁₋₄alkyl, C₁₋₄alkyloxy, polyhaloC₁₋₄alkyl, halo, cyano, trifluoromethyl or aryl¹;
wherein aryl¹ is phenyl; or phenyl substituted with from one or five substituents each independently selected from C₁₋₄alkyl, C₁₋₄alkyloxy, polyhaloC₁₋₄alkyl, halo, cyano, or trifluoromethyl;

R² is hydrogen, C₁₋₄alkyl, or halo;

A is C₁₋₆alkanediyl;

C₁₋₆alkanediyl substituted with one or two groups selected from aryl², heteroaryl¹ and C₃₋₈cycloalkyl;

or provided X³ represents CH said radical A may also represent NH optionally substituted with aryl², heteroaryl¹ or C₃₋₈cycloalkyl;

wherein aryl² is phenyl; or phenyl substituted with from one to five substituents each independently selected from C₁₋₄alkyl, C₁₋₄alkyloxy, halo, cyano or trifluoromethyl;
heteroaryl¹ is furanyl, thienyl, pyridinyl, pyrazinyl, pyrimidinyl, or pyridazinyl; and said heteroaryl¹ is optionally substituted with one or two substituents each independently selected from C₁₋₄alkyl, C₁₋₄alkyloxy, halo, cyano or trifluoromethyl;

B is N³R⁴, or

OR⁹;

wherein each R³ and R⁴ are independently selected from hydrogen,

C₁₋₈alkyl,

C₁₋₈alkyl substituted with one, two or three substituents each

independently from one another selected from hydroxy, halo, cyano, C₁₋₄alkyloxy, C₁₋₄alkyloxycarbonyl, C₃₋₈cycloalkyl,

polyhaloC₁₋₄alkyl, NR⁵R⁶, CONR⁷R⁸, aryl³, polycyclic aryl, or heteroaryl²;

C₃₋₈cycloalkyl;

C₃₋₈cycloalkenyl;

C₃₋₈alkenyl;

C₃₋₈alkynyl;

aryl³;

polycyclic aryl;

heteroaryl²; or

R³ and R⁴ combined with the nitrogen atom bearing R³ and R⁴ may form an azetidiny, pyrrolidinyl, piperidinyl, morpholinyl, azepanyl, or azocanyl ring wherein each of these rings may optionally be substituted by C₁₋₄alkyloxycarbonyl, C₁₋₄alkyloxycarbonylC₁₋₄alkyl, carbonylamino, C₁₋₄alkylcarbonylamino, CONR⁷R⁸ or C₁₋₄alkylCONR⁷R⁸;

wherein

R⁵ is hydrogen, C₁₋₄alkyl, aryl³, polycyclic aryl, or heteroaryl²;

R⁶ is hydrogen or C₁₋₄alkyl;

R⁷ is hydrogen, C₁₋₄alkyl or phenyl;

R⁸ is hydrogen, C₁₋₄alkyl or phenyl; or

R⁹ is C₁₋₆alkyl, or C₁₋₆alkyl substituted with one, two or three substituents each independently from one another selected from hydroxy, halo, cyano, C₁₋₄alkyloxy, C₁₋₄alkyloxycarbonyl, C₃₋₈cycloalkyl, C₃₋₈cycloalkenyl, trifluoromethyl, NR⁵R⁶, CONR⁷R⁸, aryl³, polycyclic aryl, or heteroaryl²;

wherein

aryl³ is phenyl; phenyl substituted with one to five substituents each independently selected from C₁₋₄alkyl, C₁₋₄alkyloxy, halo, hydroxy, trifluoromethyl, cyano, C₁₋₄alkyloxycarbonyl, C₁₋₄alkyloxycarbonylC₁₋₄alkyl, methylsulfonylamino, methylsulfonyl, NR⁵R⁶, C₁₋₄alkylNR⁵R⁶, CONR⁷R⁸ or C₁₋₄alkylCONR⁷R⁸;

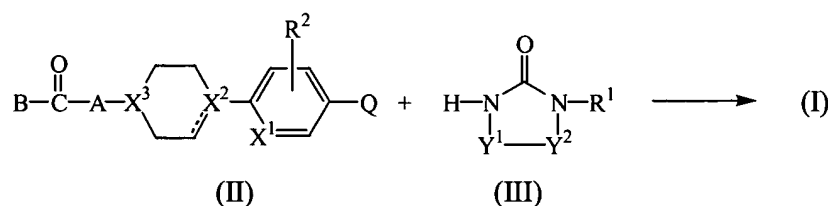
polycyclic aryl is naphthalenyl, indanyl, fluorenyl, or

1,2,3,4-tetrahydronaphtalenyl, and said polycyclic aryl is

optionally substituted with one or two substituents each independently selected from C₁₋₆alkyl, C₁₋₆alkyloxy, phenyl, halo, cyano, C₁₋₄alkylcarbonyl, C₁₋₄alkyloxycarbonyl, C₁₋₄alkyloxycarbonylC₁₋₄alkyl, NR⁵R⁶, C₁₋₄alkylNR⁵R⁶, CONR⁷R⁸, C₁₋₄alkylCONR⁷R⁸ or C₁₋₄alkyloxycarbonylamino and heteroaryl² is pyridinyl, pyrazinyl, pyrimidinyl, pyridazinyl, triazinyl, triazolyl, imidazolyl, pyrazolyl, thiazolyl, isothiazolyl, oxazolyl, pyrrolyl, furanyl, thienyl; quinolinyl; isoquinolinyl; 1,2,3,4-tetrahydro-isoquinolinyl; benzothiazolyl; benzo[1,3]dioxolyl; 2,3-dihydro-benzo[1,4]dioxinyl; indolyl; 2,3-dihydro-1H-indolyl; 1H-benzoimidazolyl; and said heteroaryl² is optionally substituted with one or two substituents each independently selected from C₁₋₆alkyl, C₁₋₆alkyloxy, phenyl, halo, cyano, C₁₋₄alkylcarbonyl, C₁₋₄alkyloxycarbonyl, C₁₋₄alkyloxycarbonylC₁₋₄alkyl, NR⁵R⁶, C₁₋₄alkylNR⁵R⁶, CONR⁷R⁸ or C₁₋₄alkylCONR⁷R⁸.

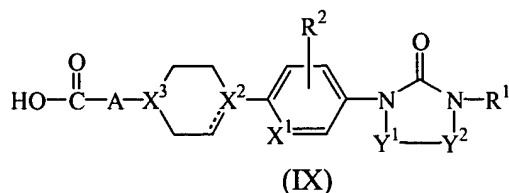
2. (Original) A compound as claimed in claim 1 wherein X² represents nitrogen and X³ represents CH.
3. (Original) A compound as claimed in claim 1 wherein X² represents CH and X³ represents nitrogen.
4. (Original) A compound as claimed in claim 1 wherein both X² and X³ represent nitrogen.
5. (Currently Amended) A compound as claimed in ~~any of claims claim 1 to 4~~ wherein radical A represents C₁₋₆alkanediyl substituted with aryl².
6. (Currently Amended) A compound as claimed in ~~any of claims claim 1 to 4~~ wherein radical B represents OR⁹ wherein R⁹ is C₁₋₆alkyl or NR³R⁴ wherein R³ is hydrogen.

7. (Currently Amended) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically active amount of a compound as claimed in ~~any of claims~~ claim 1 to 6.
8. (Currently Amended) A process for preparing a pharmaceutical composition as claimed in claim 7 wherein a therapeutically active amount of a compound as claimed in ~~any of claims~~ claim 1 to 6 is intimately mixed with a pharmaceutically acceptable carrier.
9. (Currently Amended) A compound as claimed in ~~any of claims~~ claim 1 to 6 for use as a medicine.
10. (Currently Amended) A process for preparing a compound of formula (I) wherein
- a) an intermediate of formula (II), wherein Y^1 , Y^2 and R^1 are defined as in claim 1, is reacted with an intermediate of formula (III), wherein X^1 , X^2 , X^3 , R^2 , A, and B are as defined in claim 1 and Q is selected from bromo, iodo and trifluoromethylsulfonate, in a reaction-inert solvent and optionally in the presence of at least one transition metal coupling reagent and/or at least one suitable catalyst such as palladium associated with triphenylphosphine, or triphenylarsine; or



- b) ~~or, compounds of formula (I) are converted into each other following art-known transformation reactions; or if desired; a compound of formula (I) is converted into a pharmaceutically acceptable acid addition salt, or conversely, an acid addition salt of a compound of formula (I) is converted into a free base form with alkali; and, if desired, preparing stereochemically isomeric forms thereof.~~

11. (Original) A compound of formula (IX)



the *N*-oxides, the pharmaceutically acceptable acid addition salts and the stereochemically isomeric forms thereof, wherein R^1 , R^2 , X^1 , X^2 , X^3 , Y^1 , Y^2 and A are as defined in claim 1.

12. (New) The process according to claim 10, further comprising converting the compound of formula (I) into an acid addition salt.

13. (New) A method of treating a warm-blooded animal suffering from a disorder caused by an excess of very low density lipoproteins (VLDL) or low density lipoproteins (LDL) comprising administering to the animal a therapeutically effective amount of a compound of claim 1.

14. (New) The method according to claim 12 wherein the disorder is caused by the cholesterol associated with the VLDL or LDL.

15. (New) The method of treatment according to claim 12 wherein the disorder is hyperlipidemia, obesity, atherosclerosis or type II diabetes.